

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
)

Objection Deadline: May 24, 2006 at 4:00 p.m. (prevailing Eastern time)
Hearing Date: To Be Determined, Only If Timely Objections Are Filed

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL
AND AS ORDINARY COURSE PROFESSIONALS FOR W.R. GRACE & CO., ET AL., FOR
THE MONTHLY PERIOD OF MARCH 1, 2006, THROUGH MARCH 31, 2006, FOR THE
QUARTERLY FEE PERIOD OF JANUARY-MARCH 2006**

Name of Applicant:

Woodcock Washburn LLP

Authorized to Provide Professional Services to:

**W. R. Grace & Co., et al., Debtors
and Debtors-in-Possession**

Date of Retention as Special Litigation Counsel:

**Retention Order entered January
22, 2003**

Date of Retention as Ordinary Course
Professional:

**Order Permitting Expansion of
Services entered April 15, 2005, on
application made February 11,
2005.**

Period for which compensation and
reimbursement is sought

**March 1, 2006 through March 31,
2006**

Amount of Compensation sought as actual,
reasonable and necessary:

\$ 8,338.50

Amount of Expense Reimbursement sought as
actual, reasonable and necessary:

\$ 2,055.56

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of March 2006. This is the 39th application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock. The first 26 applications (covering the monthly periods January 2003 through February 2005) were limited to fees and expenses in connection with the specific matter for which Applicant had been retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc. and W.R. Grace & Co.-Conn.*, civil action 03-CV-4886 (RHK/AJB), previously pending in the United States District Court for the District of Minnesota (the "Intercat suit"), now settled. On April 15, 2005, based on a motion made by Debtor on February 11, 2005, the Bankruptcy Court entered an order authorizing Woodcock to provide further services to Debtor in ordinary course in the field of intellectual property. This is the thirteenth monthly application that includes such ordinary course fees and expenses.

All monthly applications filed previously with the Court by Woodcock are identified in the following table:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 – 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 – 2/28/03	June 9, 2003	29,216.00	684.22
3/1 – 3/31/03	June 9, 2003	14,351.00	647.43
4/1 – 4/30/03	June 3, 2003	14,268.50	244.41
5/1 – 5/31/03	July 11, 2003	20,293.50	703.19
6/1 – 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 – 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 – 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 – 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 – 11/30/03	January 23, 2004	46,329.50	22.29
12/1 – 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 – 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63

4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 - 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 - 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98
11/1 - 11/30/04	January 14, 2005	203,792.00	29,179.11
12/1 - 12/31/04	February 11, 2005	164,958.00	92,377.99
1/1 - 1/31/05	March 18, 2005	176,884.00	28,342.86
2/1 - 2/28/05	April 15, 2005	157,122.50	125,892.70
3/1 - 3/31/05	May 10, 2005	196,913.00	143,160.77
4/1 - 4/30/05	June 21, 2005	124,598.70	6,544.89
5/1 - 5/31/05	July 20, 2005	198,043.00	45,257.99
6/1 - 6/30/05	August 11, 2005	82,795.50	28,829.43
7/1 - 7/31/05	September 15, 2005	53,078.50	578.90
8/1 - 8/31/05	October 12, 2005	44,755.00	4,009.23
9/1 - 9/30/05	November 22, 2005	47,211.00	146.73
10/1 - 10/31/05	December 16, 2005	18,168.50	665.33
11/1 - 11/30/05	January 31, 2006	11,158.00	17.20
12/1 - 12/31/05	March 10, 2006	4,340.00	12.38
1/1 - 1/31/06	March 29, 2006	3,470.00	80.82
2/1 - 2/28/06	April 19, 2006	4,121.50	300.25
TOTAL		\$2,858,713.50	\$764,396.72

In the Intercat suit, all fees for which application is made, shown in the attached detail, were in the category "Litigation and Litigation Consulting. Disbursements attributable to this category of services, as shown in the attached schedule, were \$1,282.50, attributable primarily to photocopying of selected documents from discovery identified in the settlement agreements as exemplary of certain royalty-bearing and royalty-free systems.

The Woodcock professionals who rendered services in the Intercat suit during the Fee Period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Larry Labella	Paralegal		IP Litigation	\$150.00	9.6	\$1,440.00

Total Fees: \$1,440.00
 Blended Rate: \$150.00

During this fee period, Woodcock provided ordinary-course, intellectual property services in connection with three matters, which are detailed in the attached fee schedule for each matter. Disbursements attributable to this category of services, as shown in the attached schedule, were \$773.51. The Woodcock professionals who rendered ordinary course services during the fee period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$505.00	12.2	\$6,161.00
Richard B. LeBlanc	Partner	1994	IP Counseling	\$375.00	0.5	\$187.50

Total Fees: \$6,348.50
 Blended Rate: \$500.00

In addition to the fee totals above, this application includes additional fees of \$505.00 (representing 1.0 hour by Gary Levin at \$505/hour) for preparation of the monthly petitions for January and February, in the category Fee Application, Applicant.

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$8,338.50 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$6,670.80) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by

applicant during the Fee Period (\$2,055.56); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Gary H. Levin
Woodcock Washburn LLP
One Liberty Place – 46th Floor
Philadelphia, PA 19103
(215) 568-3100
levin@woodcock.com

Dated: May 3, 2006

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
)

Objection Deadline: May 24, 2006 at 4:00 p.m. (prevailing Eastern time)
Hearing Date: To Be Determined, Only If Timely Objections Are Filed

FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD MARCH 1, 2006 THROUGH MARCH 31, 2006

² The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Intercat v. Nol-Tec
Civil Action No.: 0:03CV4886
United States District Court
District of Minnesota

03/14/2006	LL	Attended to the review and collection of documents identified in settlement agreement for definitions.	5.30
03/15/2006	LL	Attended to the review and collection of documents identified in settlement agreement for definitions, preparation of binder sets for archives and for client.	4.30

SERVICES	\$ 1,440.00
----------	-------------

LL	LARRY LABELLA	9.60 hours at \$ 150.00
----	---------------	-------------------------

DISBURSEMENTS:

POSTAGE & DELIVERY	12.94
PHOTOCOPYING	1,269.11
<hr/>	
DISBURSEMENT TOTAL	\$ 1,282.05
SERVICE TOTAL	\$ 1,440.00
<hr/>	
INVOICE TOTAL	\$ 2,722.05
<hr/>	

WRG-0069

STUDY OF THIRD PARTY PATENT DIRECTED TO BUILDING MATERIAL

03/27/2006	GHL	Preparation for scheduled meeting with Mr. Baker and Mr. Leon regarding revisions to proposed roofing product and possible further evaluation of third-party patent directed to roofing products, including review of the patent and of previously rendered opinion on the patent,	2.00
03/27/2006	GHL	Meeting with Mr. Baker and Mr. Leon at Grace's offices in Cambridge to review the proposed revisions to the product and of further prior art directed to the third-party patent; development of invalidity positions.	2.00

SERVICES	\$	2,020.00
----------	----	----------

	GHL	GARY H. LEVIN	4.00	hours @	\$505.00
--	-----	---------------	------	---------	----------

DISBURSEMENTS:

PHOTOCOPYING	7.35
TRAVEL & EXPENSES	122.06

DISBURSEMENT TOTAL	\$	129.41
--------------------	----	--------

SERVICE TOTAL	\$	2,020.00
---------------	----	----------

INVOICE TOTAL	\$	2,149.41
---------------	----	----------

Intercat v. Nol-Tec
Civil Action No.: 0:03CV4886
United States District Court
District of Minnesota

WRG-0071
STUDY OF THIRD PARTY PATENTS DIRECTED
TO CEMENT COMPOSITION PLASTICIZER

03/27/2006	GHL	preparation for scheduled meeting with Mr. Leon and Mr. Gado relating to Grace's cement additive business and possible effect of third-party patent on the business; including review of previously-rendered opinion on the patent and review of further prior art as received from Mr. Leon relevant to the patent;	1.00
03/27/2006	GHL	Travel to Grace's offices in Cambridge MA for scheduled meeting (1.6 hours billed at half)..	0.80
03/28/2006	GHL	Meeting with Mr. Leon and Mr. Gado at Grace's offices in Cambridge regarding Grace's cement additive business and third-party patent directed to certain additives; including review of additional prior art and discussion of business opportunities related to this matter;	2.00
03/28/2006	GHL	Travel from Grace's offices in Cambridge (2.4 hours, billed at half).	1.20
03/29/2006	GHL	Legal research directed to issue of rights of co-owners of patents to grant releases for past infringement or otherwise impede ability of other co-owners to bring infringement action;	0.70
03/30/2006	GHL	Preparation of opinion letter to Mr. Leon regarding rights of co-owners of patents to grant licenses or releases;	0.50
03/31/2006	GHL	Further preparation of opinion letter regarding rights of co-owners of patents to grant licenses or releases, and telephone conference with Mr. Leon regarding same.	0.50

SERVICES \$ 3,383.50

	GHL	GARY H. LEVIN	6.70	hours @	\$505.00
--	-----	---------------	------	---------	----------

DISBURSEMENTS:

TRAVEL & EXPENSES	644.10
-------------------	--------

DISBURSEMENT TOTAL \$ 644.10

SERVICE TOTAL \$ 3,383.50

INVOICE TOTAL \$ 4,027.60

Intercat v. Nol-Tec
Civil Action No.: 0:03CV4886
United States District Court
District of Minnesota

03/27/2006 **Travel and Expense: Vendor Gary H. Levin**
Transportation: Purpose of trip: Attendance at Client Meeting
03/27/06 Philadelphia to Boston
U.S. Airways Flight No. 1004
03/28/06 Boston to Philadelphia
U.S. Airways Flight No. 1057
Miles: 20 Miles @ \$0.375 per mail
Taxi and Tips:
Parking Fees:

TOTAL EXPENSE: \$ 644.10

WRG-0077

**STUDY OF THIRD PARTY PATENT RELATING TO CEMENT COMPOSITIONS OF
FAST DEVELOPING STRENGTH**

03/31/	GHL	Commence evaluation of possible relevance of U.S. Patent 6,858,074 to Grace's proposed cement additive package, and evaluation of validity of the patent, including review of background materials relating and description of likely patent issues as received from Mr. Leon, and preliminary review of the patent and certain prior art as received from Mr. Leon.	1.50
03/31/2006	RBL	Review of third-party patent in view of client questions regarding same.	0.50

SERVICES \$ 945.00

GHL	GARY H. LEVIN	1.50	hours @	\$505.00
RBL	RICHARD B. LEBLANC	0.50	hours @	\$375.00

INVOICE TOTAL \$ 945.00